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COMERICA INC /NEW/
Form 8-K
July 31, 2001

1

SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 25, 2001

COMERICA INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of Incorporation)

1-10706
(Commission
Identification No.)

38-1998421
(I.R.S. Employer
File Number)

500 Woodward Avenue
Detroit, Michigan
(Address of principal executive offices)

48226
(Zip Code)

Registrant's telephone number, including area code: (800) 529-1190

Not Applicable
(Former name or former address, if changed since last report)

2

Item 5. Other Information

On July 25, 2001, Comerica Incorporated (the "Company") executed an Underwriting Agreement, incorporated by reference into a Terms Agreement among the Company and Credit Suisse First Boston Corporation and Salomon Smith Barney Inc., as representatives of the several underwriters named in Schedule A thereto (the "Underwriters"), in connection with the offering of \$350,000,000 of Comerica Trust Capital I's 7.60% Trust Preferred Securities pursuant to the Registration Statement on Form S-3 (File No. 333-63090) (the "Registration Statement").

On July 31, 2001, the Company will execute an Indenture, a Guarantee Agreement and an Amended and Restated Declaration of Trust, forms of which were filed as exhibits to the Registration Statement.

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Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) See Exhibit Index

3

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: July 30, 2001

COMERICA INCORPORATED

By: /s/ Mark W. Yonkman

Mark W. Yonkman
First Vice President, Assistant Secretary
and General Counsel - Investment Bank
and Corporate Finance

4

EXHIBIT INDEX

Exhibit Number	Description
1.1	Underwriting Agreement, dated as of July 25, 2001, among Comerica Incorporated and Credit Suisse First Boston Corporation and Salomon Smith Barney Inc., as representatives of the several underwriters named therein.
1.2	Terms Agreement, dated as of July 25, 2001, among Comerica Incorporated and Credit Suisse First Boston Corporation and Salomon Smith Barney Inc., as representatives of the several underwriters named therein.
4.1	Indenture relating to the Junior Subordinated Debentures, to be dated July 31, 2001, by and between Comerica Incorporated and Chase Manhattan Trust Company, National Association, as Trustee
4.2	Guarantee Agreement, to be dated July 31, 2001, by and between Comerica Incorporated, as Guarantor and Chase Manhattan Trust Company, National Association, as Guarantee Trustee
4.3	Amended and Restated Declaration of Trust, to be dated July 31, 2001, by and among Comerica Incorporated, Chase

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Manhattan Trust Company, National Association, as Property Trustee, Chase Manhattan Bank USA, National Association, as Delaware Trustee and the administrative trustees named therein

8.1

Opinion of Mayer, Brown & Platt regarding certain tax matters